

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DIVISION NORTHERN DISTRICT OF OHIO**

**IN RE: POLYURETHANE FOAM
ANTITRUST LITIGATION**

MDL Docket No. 2196

**The Document Relates to:
All Direct Purchaser Class Cases**

Index No. 10MD2196(JZ)

**[PROPOSED] ORDER GRANTING CLASS PLAINTIFFS' MOTION
FOR PRELIMINARY APPROVAL OF SETTLEMENT WITH
DEFENDANTS DOMFOAM INTERNATIONAL INC., VALLE FOAM INDUSTRIES
(1995) INC., A-Z SPONGE & FOAM PRODUCTS LTD., AND INDIVIDUAL
SETTLING PARTIES**

THIS CAUSE came before the Court on Class Plaintiffs' Motion for Preliminary Approval of Settlement with: (1) Bruce Bradley, Dean Brayiannis, Michael Cappuccino, Peter Foti, Duke Greenstein, John Howard, Dale McNeill, James William Sproule, Robert Rochietti-Valle, Tony Vallecoccia, and Fred Zickmantel (collectively, "Individual Settling Parties"); and (2) Defendants Domfoam International Inc. ("Domfoam"), Valle Foam Industries (1995) Inc. ("Valle Foam"), and A-Z Sponge & Foam Products Ltd. (collectively, "Voluntary Dismissal Defendants") filed on March 7, 2012. Class Plaintiffs Ace Foam, Inc., Adams Foam Rubber Co., a/k/a Adams Foam Rubber Company, Inc., Cambridge of California, Inc., GCW Carpet Wholesalers, Inc. t/a Floors USA, Foam Factory, Inc., J&S Packaging, Inc., VFP Acquisitions d/b/a Vanguard Foam and Packaging Company entered into a settlement agreement, dated January 3, 2012 ("Settlement Agreement") with Voluntary Dismissal Defendants and Individual Settling Parties. The Court, having reviewed the Motion, the accompanying memorandum, the Settlement Agreement, and the file, hereby:

ORDERS AND ADJUDGES:

1. Terms used in this Order shall have the same meaning ascribed to them in the Settlement Agreement, unless otherwise defined herein.

Preliminary Approval of Settlement Agreement

2. The terms of the Settlement Agreement are hereby preliminarily approved, including the releases contained therein, as being fair, reasonable, and adequate to the Settlement Class, subject to a Fairness Hearing. The Court finds that the Settlement Agreement was entered into at arm's length by experienced counsel and is sufficiently within the range of reasonableness that notice of the Settlement Agreement should be given as provided in this Order.

Notice to Potential Class Members

3. Prior to the Fairness Hearing, Class Plaintiffs' Interim Co-Lead Counsel shall provide notice of the proposed Settlement Agreement and the Fairness Hearing to all persons affected by and/or entitled to participate in the Settlement Agreement, pursuant to the notice requirements of Fed. R. Civ. P. 23.

4. Class Plaintiffs' Interim Co-Lead Counsel shall present a Notice proposal, and related proposed forms, to the Court as soon as practicable. The terms and procedure for notice will be addressed in a subsequent Order following submission of Class Plaintiffs' Notice proposal. At that time, the Court also shall set a schedule for the Fairness Hearing and any related procedures.

Other Provisions

5. In the event that the Settlement Agreement is terminated in accordance with its provisions, the Settlement Agreement and all proceedings had in connection therewith shall be null and void, except insofar as expressly provided to the contrary in the Settlement Agreement,

and without prejudice to the *status quo ante* rights of Class Plaintiffs, Voluntary Dismissal Defendants, Individual Settling Parties, and the members of the Settlement Class.

IT IS SO ORDERED

JACK ZOUHARY
U.S. DISTRICT JUDGE

Dated: _____, 2012